

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

TOWN SPORTS INTERNATIONAL, LLC, *et al.*,¹

Debtors.

Chapter 11

Case No. 20-12168 (CSS)

(Jointly Administered)

**NOTICE OF AGENDA OF MATTERS SCHEDULED
FOR TELEPHONIC AND VIDEO HEARING ON
OCTOBER 9, 2020 AT 1:00 P.M. (ET)**

THIS HEARING WILL BE HELD TELEPHONICALLY VIA COURTCALL AND, IN CERTAIN CIRCUMSTANCES, BY VIDEO VIA ZOOM. ALL PARTIES WISHING TO APPEAR MUST DO SO TELEPHONICALLY BY CONTACTING COURTCALL, LLC AT 866-582-6878. ONLY THOSE PARTIES THAT WILL BE ADDRESSING THE COURT SHOULD APPEAR BY VIDEO VIA ZOOM IN ADDITION TO THEIR COURTCALL REGISTRATION.

PLEASE NOTE THAT THE MICROPHONES ON THE ZOOM MEETING WILL BE MUTED AND THE ONLY AUDIO WILL BE THROUGH COURTCALL.

**Topic: Town Sports Intl 20-12168 Hearing
Time: October 9, 2020 1:00 P.M. Eastern Time (US and Canada)**

Join ZoomGov Meeting
<https://debuscourts.zoomgov.com/j/1613882367>

**Meeting ID: 161 388 2367
Passcode: 278206**

UNCONTESTED MATTERS GOING FORWARD

1. Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to Obtain Postpetition Financing, (II) Authorizing the Debtors to Use Cash Collateral, (III) Granting Liens and Providing Superpriority Administrative Expense Status, (IV) Granting Adequate Protection to the Prepetition Lenders, (V) Modifying the Automatic Stay, (VI) Scheduling a Final Hearing, and (VII) Granting Related Relief [Docket No. [146](#), 10/1/20]

¹ The last four digits of Town Sports International, LLC's federal tax identification number are 7365. The mailing address for Town Sports International, LLC is 399 Executive Boulevard, Elmsford, New York 10523. Due to the large number of debtors in these cases, for which the Debtors have requested joint administration, a complete list of the Debtors, the last four digits of their federal tax identification numbers, and their addresses are not provided herein. A complete list of such information may be obtained on the website of the Debtors' proposed claims and noticing agent at <http://dm.epiq11.com/TownSports>, or by contacting the proposed undersigned counsel for the Debtors.

Related Documents:

- A. Declaration of Jason Feintuch in Support of Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to Obtain Postpetition Financing, (II) Authorizing the Debtors to Use Cash Collateral, (III) Granting Liens and Providing Superpriority Administrative Expense Status, (IV) Granting Adequate Protection to the Prepetition Lenders, (V) Modifying the Automatic Stay, (VI) Scheduling a Final Hearing, and (VII) Granting Related Relief [Docket No. [147](#), 10/1/20]²
- B. Motion to Shorten Notice [Docket No. [148](#), 10/1/20]
- C. Order Shortening Notice [Docket No. [150](#), 10/2/20]
- D. Notice of Filing of Blackline of Proposed Interim DIP Order [Docket No. [154](#), 10/2/20]
- E. Declaration of John C. DiDonato in Support of Debtors' Motion [Docket No. [155](#), 10/2/20]³
- F. Interim Order (I) Authorizing the Debtors to Obtain Postpetition Financing, (II) Authorizing the Debtors to Use Cash Collateral, (III) Granting Liens and Providing Superpriority Administrative Expense Status, (IV) Granting Adequate Protection to the Prepetition Lenders, (V) Modifying the Automatic Stay, (VI) Scheduling a Final Hearing, and (VII) Granting Related Relief [Docket No. [159](#), 10/2/20]
- G. Notice of Hearing [Docket No. [168](#), 10/5/20]

Objection/Response Deadline: At the hearing.

Objections/Responses Filed: None at this time.

Status: This matter will be going forward on a second interim basis.⁴

- 2. Debtors' Motion for Entry of Orders (I) Approving Bidding Procedures in Connection with the Sale of Substantially All of the Debtors' Assets, (II) Approving the Form and Manner of Notice Thereof, (III) Scheduling an Auction and Sale Hearing, (IV) Approving Procedures for the Assumption and Assignment of Contracts, (V) Approving the Sale of the Debtors' Assets Free and Clear, and (VI) Granting Related Relief [Docket No. [160](#), 10/2/20]

² The physical location of this declarant is Scarsdale, NY.

³ The physical location of this declarant is Pittsburgh, PA.

⁴ The DIP Motion supersedes the Cash Collateral Motion previously filed [Docket No. 11], as the relief requested therein has been subsumed into the DIP Order going forward. As such, the Debtors no longer are pursuing entry of a separate final order approving the Cash Collateral Motion.

Related Documents:

- A. Declaration of Christopher A. Wilson in Support of the Debtors' Motion for Entry of Orders (I) Approving Bidding Procedures in Connection with the Sale of Substantially All of the Debtors' Assets, (II) Approving the Form and Manner of Notice Thereof, (III) Scheduling an Auction and Sale Hearing, (IV) Approving Procedures for the Assumption and Assignment of Contracts, (V) Approving the Sale of the Debtors' Assets Free and Clear, and (VI) Granting Related Relief [Docket No. [162](#), 10/2/20]⁵
- B. Motion to Shorten Notice [Docket No. [163](#), 10/2/20]
- C. Order Shortening Notice [Docket No. [164](#), 10/5/20]
- D. Notice of Hearing [Docket No. [168](#), 10/5/20]

Objection/Response Deadline: At the hearing.

Objections/Responses Filed: None at this time.

Status: This matter will be going forward solely with respect to bidding procedures.

Dated: Wilmington, Delaware
October 7, 2020

YOUNG CONAWAY STARGATT & TAYLOR, LLP

/s/ Sean T. Greecher

Robert S. Brady (No. 2847)
Sean T. Greecher (No. 4484)
Allison S. Mielke (No. 5934)
1000 North King Street
Wilmington, Delaware 19801
Telephone: (302) 571-6600
Facsimile: (302) 571-1253
Email: rbrady@ycst.com
sgreecher@ycst.com
amielke@ycst.com

and

KIRKLAND & ELLIS LLP
Nicole L. Greenblatt, P.C. (admitted *pro hac vice*)
Derek I. Hunter (admitted *pro hac vice*)
601 Lexington Avenue
New York, New York 10022
Telephone: (212) 446-4800
Facsimile: (212) 446-4900
Email: nicole.greenblatt@kirkland.com
derek.hunter@kirkland.com

⁵ The physical location of this declarant is Pasadena, CA.

KIRKLAND & ELLIS LLP
Mark McKane, P.C. (admitted *pro hac vice*)
555 California Street
San Francisco, CA 94104
Telephone: (415) 439-1400
Facsimile: (415) 439-1500
Email: mark.mckane@kirkland.com

KIRKLAND & ELLIS LLP
Joshua M. Altman (admitted *pro hac vice*)
300 North LaSalle Street
Chicago, Illinois 60654
Telephone: (312) 862-2000
Facsimile: (312) 862-2200
Email: josh.altman@kirkland.com

*Proposed Counsel to the Debtors
and Debtors in Possession*